

Exhibit 31

November 30, 2010

To: The Board of Directors of LVI Parent Corp., LVI Services Inc. and all of it's Subsidiaries
and Affiliated Companies

Effective immediately, because of the termination of my employment as Chairman of
LVI Services Inc., I hereby resign all of my positions as Director and/or Officer of LVI
Parent Corp., LVI Services Inc. and all of it's subsidiaries and affiliated companies.

Dated: November 30, 2010



Burton T. Fried

Exhibit 32

From: Leonard, John <jleonard@lvi.com>
Sent: Tuesday, December 21, 2010 8:37 PM
To: All Regional Managers-COO-CFO <AllRegionalManagersCOOCFO@lviservices.com>
Cc: State, Scott <SState@lviservices.com>
Subject: Proposed Reductions for January 15, 2011 - confidential
Attach: proposed reduction.xls

Gents,

We are going to end the year with our worst results in over 5 years and even with the restructuring come dangerously close to breaking the covenants. In 2011, we have to be close to doubling our 2010 results. With that in mind we need to make drastic reductions in OH's. The attachment has proposed personnel reductions in order to save us a million dollars to the bottom line. Please think long and hard if there are other employees that we should add to this list. If you have questions or comments regarding the attachment or are other employees to be added, please contact Scott to discuss.

This needs to be finalized prior to the 1st so we can have a plan in place for the 15th. Thanks.

John M. Leonard
Chief Operating Officer
LVI Services Inc.
NorthStar Recovery Services
80 Broad Street - 3rd Floor
New York, NY 10004

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Emergency/Facility Response
Asbestos/Lead/Mold Abatement
Demolition/Decommissioning
Fireproofing - Fiber/Cementitious/Intumescent

	A	B	C
1			
2			
3			
4			
5	Proposed Employee Reduction		
6			
7			
8			
9			
10			
11			
12	Lorraine Glenn	\$82,500.00	
13	Robin Keller	\$41,200.00	
14	Shari Dembin	\$85,000.00	
15	Peggy Craemer	\$52,500.00	
16	Marcy Juran	\$55,000.00	
17	Kristen Braun	\$40,000.00	
18	Jerry Fields	\$175,000.00	\$8,400.00
19	Matt Dambin	\$160,000.00	\$6,000.00
20	Ron Nardone	\$160,000.00	\$6,000.00
21	Charles LeFever	\$156,000.00	
22	Mike Debenedet	\$75,000.00	
23			
24		\$1,082,200.00	\$20,400.00
25			
26	Total proposed reduction	\$1,102,600.00	

CONFIDENTIAL

LVI 001175

Exhibit 33

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
No. 10 Civ. 9308 (JSR)

-----x
BURTON T. FRIED,

Plaintiff,

- against -

LVI SERVICES, INC., LVI PARENT CORP., CODE
HENNESSY SIMMONS, LLC d/b/a CHS PRIVATE
EQUITY V LP; APOLLO INVESTMENT CORP.,
SCOTT E. STATE, in his official and
individual capacities; BRIAN SIMMONS, in
his official and individual capacities;
RAJAY BAGARIA, in his official and
individual capacities; GERALD J. GIRARDI,
in his official and individual capacities,

Defendants.
-----x

May 25, 2011

11:10 a.m.

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212-267-6868

516-608-2400

<p>2</p> <p>1 2 3 4 VIDEOTAPE DEPOSITION of BRIAN 5 SIMMONS, taken by the Plaintiff, pursuant 6 to Notice, held at the offices of Thompson 7 Wigdor & Gilly, LLP, 85 Fifth Avenue, New 8 York, New York, before Debbie Zaromatidis, 9 a Shorthand Reporter and Notary Public of 10 the State of New York. 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p>	<p>4</p> <p>1 2 STIPULATIONS 3 4 IT IS HEREBY STIPULATED AND 5 AGREED by and between the Attorneys for 6 the respective parties hereto that filing 7 and sealing be and the same are hereby 8 waived. 9 IT IS FURTHER STIPULATED AND 10 AGREED that all objections except as to 11 the form of the question, shall be 12 reserved to the time of the trial. 13 IT IS FURTHER STIPULATED AND 14 AGREED that the within examination may be 15 signed and sworn to before any notary 16 public with the same force and effect as 17 though signed and sworn to before this 18 Court. 19 20 21 22 23 24 25</p>
<p>3</p> <p>1 2 APPEARANCES: 3 4 THOMPSON WIGDOR & GILLY, LLP 5 Attorneys for Plaintiff 6 85 Fifth Avenue 7 New York, New York 10003 8 BY: SHAFFIN A. DATOO, ESQ. 9 MATTHEW GORMAN, ESQ. 10 11 SIDLEY AUSTIN, LLP 12 Attorneys for Defendants 13 787 Seventh Avenue 14 New York, New York 10019 15 BY: JOANNE SELTZER, ESQ. 16 17 18 ALSO PRESENT: 19 BURTON FRIED 20 J.D. MARTINEZ, Videographer 21 22 23 24 25</p>	<p>5</p> <p>1 2 THE VIDEOGRAPHER: We are on 11:09:53 3 the record. My name is J.D. Martinez of 11:10:00 4 Veritext New York. The date today is May 11:10:03 5 25, 2011, and the time is 11:10 a.m. This 11:10:07 6 deposition is being held in the office of 11:10:11 7 Thompson Wigdor & Gilly, LLP located at 85 11:10:15 8 Fifth Avenue, New York, New York. The 11:10:18 9 caption of the case is Burton T. Fried 11:10:19 10 versus LVI Services, Inc. et al. filed in 11:10:21 11 the United States District Court, Southern 11:10:25 12 District of New York. 11:10:27 13 The name of the witness is Brian 11:10:29 14 Simmons. At this time the attorneys will 11:10:30 15 identify themselves and the parties they 11:10:33 16 represent after which our court reporter, 11:10:35 17 Debbie Zaromatidis, will swear in the 11:10:36 18 witness, and we can proceed. 11:10:39 19 MS. SELTZER: Joanne Seltzer 11:10:42 20 with Sidley Austin representing all the 11:10:43 21 defendants. 11:10:46 22 MR. DATOO: Shaffin Datto with 11:10:47 23 Thompson Wigdor & Gilly representing the 11:10:51 24 plaintiff Burton T. Fried. 11:10:51 25</p>

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<p>6</p> <p>1</p> <p>2 BRIAN SIMMONS,</p> <p>3 having first been duly sworn by a Notary</p> <p>4 Public of the State of New York, was</p> <p>5 examined and testified as follows:</p> <p>6 EXAMINATION BY MR. DATOO: 11:11:03</p> <p>7 Q. Good morning, Mr. Simmons. As I 11:11:03</p> <p>8 mentioned to you earlier, my name is 11:11:05</p> <p>9 Shaffin Datoo. To my left is my colleague 11:11:07</p> <p>10 Matthew Gorman, and to his left, as you 11:11:10</p> <p>11 know, is Burt Fried. 11:11:13</p> <p>12 We are going to ask you some 11:11:15</p> <p>13 questions today, and hopefully you can 11:11:17</p> <p>14 answer all of them unless of course your 11:11:20</p> <p>15 attorney directs you not to answer a 11:11:23</p> <p>16 question. I am just going to start off by 11:11:26</p> <p>17 asking you some preliminary questions. 11:11:28</p> <p>18 Is your ability to tell the 11:11:29</p> <p>19 truth in any way impaired today? 11:11:30</p> <p>20 A. No. 11:11:32</p> <p>21 Q. Do you understand that the 11:11:33</p> <p>22 answers you are about to give are under 11:11:34</p> <p>23 oath, and that you are subject to 11:11:35</p> <p>24 penalties of perjury if you give an 11:11:37</p> <p>25 untruthful answer? 11:11:40</p>	<p>8</p> <p>1 SIMMONS</p> <p>2 A. I looked in my e-mail files at 11:12:27</p> <p>3 work, and I instructed various people at 11:12:32</p> <p>4 my firm to look through the firm's files 11:12:35</p> <p>5 on our investment in LVI. 11:12:38</p> <p>6 Q. Do you have a personal e-mail 11:12:41</p> <p>7 account? 11:12:43</p> <p>8 A. I do not. 11:12:44</p> <p>9 Q. Do you keep any work-related 11:12:45</p> <p>10 documents at home? 11:12:48</p> <p>11 A. I do not. 11:12:49</p> <p>12 Q. Have you ever been sued before? 11:12:50</p> <p>13 A. My firm has been sued. I am not 11:12:52</p> <p>14 sure if I was named personally in any of 11:12:58</p> <p>15 those suits or not. 11:13:00</p> <p>16 Q. And other than this lawsuit, has 11:13:01</p> <p>17 anyone ever accused you of discrimination 11:13:03</p> <p>18 before? 11:13:06</p> <p>19 A. No. 11:13:06</p> <p>20 Q. Have you ever given any sworn 11:13:06</p> <p>21 testimony before? 11:13:12</p> <p>22 A. Yes. 11:13:12</p> <p>23 Q. How many times? 11:13:13</p> <p>24 A. Once. 11:13:14</p> <p>25 Q. And in what type of proceeding 11:13:16</p>
<p>7</p> <p>1 SIMMONS</p> <p>2 A. Yes. 11:11:41</p> <p>3 Q. I am going to assume that if you 11:11:41</p> <p>4 answer a question, that you understood it. 11:11:43</p> <p>5 If you don't understand a question, let me 11:11:45</p> <p>6 know, and I will ask the question in a 11:11:47</p> <p>7 different way? 11:11:49</p> <p>8 A. Thank you. 11:11:49</p> <p>9 Q. Please give verbal answers to my 11:11:50</p> <p>10 questions. Don't shake your head or nod 11:11:52</p> <p>11 it. The court reporter won't be able to 11:11:56</p> <p>12 take that down. Also please let me finish 11:11:58</p> <p>13 asking a question even though you may 11:12:01</p> <p>14 already think you know where I am with it. 11:12:03</p> <p>15 That is -- once again that is for the 11:12:09</p> <p>16 court reporter. 11:12:10</p> <p>17 If you need a break, let me 11:12:11</p> <p>18 know. The only condition is that you 11:12:14</p> <p>19 answer the last question asked. 11:12:15</p> <p>20 In connection with this lawsuit, 11:12:18</p> <p>21 did you provide your attorney with all 11:12:20</p> <p>22 responsive documents? 11:12:22</p> <p>23 A. Yes. 11:12:23</p> <p>24 Q. And where did you look to find 11:12:24</p> <p>25 these documents? 11:12:27</p>	<p>9</p> <p>1 SIMMONS</p> <p>2 was that? 11:13:20</p> <p>3 A. It was a deposition. 11:13:20</p> <p>4 Q. And do you know in what type of 11:13:21</p> <p>5 case that was? 11:13:23</p> <p>6 A. I don't. 11:13:24</p> <p>7 Q. Okay. Do you know how long ago 11:13:26</p> <p>8 you were deposed? 11:13:29</p> <p>9 A. Approximately twenty years. 11:13:30</p> <p>10 Q. Okay. Have you ever been 11:13:32</p> <p>11 deposed in connection with an employment 11:13:34</p> <p>12 discrimination case? 11:13:35</p> <p>13 A. No. 11:13:37</p> <p>14 Q. Did you do anything to prepare 11:13:37</p> <p>15 for this deposition? 11:13:40</p> <p>16 A. I met with my attorney. 11:13:41</p> <p>17 Q. How many times? 11:13:44</p> <p>18 A. Once. 11:13:47</p> <p>19 Q. And for how long? 11:13:48</p> <p>20 A. Approximately two hours. 11:13:49</p> <p>21 Q. And did you read Mr. Fried's 11:13:52</p> <p>22 deposition transcript? 11:13:56</p> <p>23 A. I did not. 11:13:57</p> <p>24 Q. Did you read any excerpts or 11:13:58</p> <p>25 summaries of his deposition transcript? 11:14:00</p>

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<p style="text-align: right;">10</p> <p>1 SIMMONS</p> <p>2 A. I did not. 11:14:03</p> <p>3 Q. Mr. Simmons, how old are you? 11:14:04</p> <p>4 A. Fifty-one. 11:14:06</p> <p>5 Q. And what is your date of birth? 11:14:06</p> <p>6 A. April 24. 11:14:08</p> <p>7 Q. What year? 11:14:10</p> <p>8 A. 1960. 11:14:11</p> <p>9 Q. And do you know the plaintiff in 11:14:16</p> <p>10 this lawsuit, Mr. Burt Fried? 11:14:18</p> <p>11 A. Yes. 11:14:20</p> <p>12 Q. How so? 11:14:21</p> <p>13 A. He is the former chairman of the 11:14:21</p> <p>14 board of LVI. 11:14:27</p> <p>15 Q. And do you know how old Mr. 11:14:30</p> <p>16 Fried is? 11:14:32</p> <p>17 A. I do not. 11:14:32</p> <p>18 Q. Okay. How old do you think he 11:14:35</p> <p>19 is? 11:14:37</p> <p>20 A. Approximately 70. 11:14:37</p> <p>21 Q. How long have you known Mr. 11:14:39</p> <p>22 Fried? 11:14:42</p> <p>23 A. Approximately five and a half 11:14:42</p> <p>24 years. 11:14:45</p> <p>25 Q. What LVI entity employed Mr. 11:14:46</p>	<p style="text-align: right;">12</p> <p>1 SIMMONS</p> <p>2 Q. Was he -- 11:15:45</p> <p>3 A. So it is -- so I don't know what 11:15:46</p> <p>4 his job title was in November. 11:15:48</p> <p>5 Q. Was he -- did he resign or was 11:15:50</p> <p>6 he fired? 11:15:51</p> <p>7 A. He resigned from some positions, 11:15:52</p> <p>8 and he was terminated from some positions. 11:16:00</p> <p>9 Q. Do you know what position he 11:16:02</p> <p>10 resigned from? 11:16:03</p> <p>11 A. I do not. 11:16:04</p> <p>12 Q. Do you know what positions he 11:16:06</p> <p>13 was fired from? 11:16:07</p> <p>14 A. I do not. 11:16:08</p> <p>15 Q. Are you currently employed? 11:16:08</p> <p>16 A. Yes. 11:16:10</p> <p>17 Q. Full time? 11:16:10</p> <p>18 A. Yes. 11:16:12</p> <p>19 Q. Where do you work? 11:16:12</p> <p>20 A. CHS Capital. 11:16:13</p> <p>21 Q. And what does CHS do? 11:16:15</p> <p>22 A. CHS is a private equity fund 11:16:17</p> <p>23 manager. 11:16:20</p> <p>24 Q. How long have you worked there? 11:16:22</p> <p>25 A. Approximately twenty-three 11:16:24</p>
<p style="text-align: right;">11</p> <p>1 SIMMONS</p> <p>2 Fried in 2010? 11:14:53</p> <p>3 A. I don't know. 11:14:55</p> <p>4 Q. Do you know who Mr. Fried worked 11:14:56</p> <p>5 for in 2010? 11:15:02</p> <p>6 MS. SELTZER: Objection. Asked 11:15:06</p> <p>7 and answered. You can answer it. 11:15:07</p> <p>8 A. I don't know. 11:15:09</p> <p>9 Q. Do you know if he worked for LVI 11:15:10</p> <p>10 Parent Corp.? 11:15:12</p> <p>11 A. I don't know. 11:15:13</p> <p>12 Q. Do you know if he worked for LVI 11:15:14</p> <p>13 Services? 11:15:17</p> <p>14 A. I don't know. 11:15:17</p> <p>15 Q. Do you know what his job title 11:15:18</p> <p>16 was? 11:15:20</p> <p>17 MS. SELTZER: I am sorry. 11:15:22</p> <p>18 Which portion of 2010 are you talking 11:15:23</p> <p>19 about? 11:15:25</p> <p>20 MR. DATOO: I'm sorry. Sorry. 11:15:26</p> <p>21 Q. In November 2010, do you know 11:15:28</p> <p>22 what his job title was? 11:15:29</p> <p>23 A. November 2010 I believe is the 11:15:31</p> <p>24 month he resigned from various potions at 11:15:40</p> <p>25 various LVI entities. 11:15:43</p>	<p style="text-align: right;">13</p> <p>1 SIMMONS</p> <p>2 years. 11:16:26</p> <p>3 Q. And what is your current job 11:16:26</p> <p>4 title? 11:16:29</p> <p>5 A. Managing partner. 11:16:29</p> <p>6 Q. And how long have you held that 11:16:30</p> <p>7 title? 11:16:32</p> <p>8 A. Approximately a year. 11:16:32</p> <p>9 Q. And what was your previous job 11:16:37</p> <p>10 title? 11:16:40</p> <p>11 A. Partner. 11:16:40</p> <p>12 Q. How long did you hold that title 11:16:41</p> <p>13 for? 11:16:43</p> <p>14 A. Approximately twenty-one years. 11:16:44</p> <p>15 Q. And what are your job duties, 11:16:48</p> <p>16 your current job duties? 11:16:50</p> <p>17 A. I am responsible for numerous 11:16:51</p> <p>18 aspects of managing our firm. I serve as 11:16:56</p> <p>19 one of the partners on an investment team. 11:17:02</p> <p>20 I serve on our management committee, and I 11:17:05</p> <p>21 serve on our investment committee. 11:17:08</p> <p>22 Q. What does LVI Parent Corp. do? 11:17:10</p> <p>23 A. I don't know. 11:17:15</p> <p>24 Q. Do you know who owns LVI Parent? 11:17:17</p> <p>25 A. No. 11:17:21</p>

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<p style="text-align: right;">18</p> <p>1 SIMMONS</p> <p>2 A. Or in New York at LVI's office. 11:21:32</p> <p>3 Q. When were you first appointed to 11:21:35</p> <p>4 the board of directors? 11:21:36</p> <p>5 A. November of 2005. 11:21:38</p> <p>6 Q. And how many seats does CHS have 11:21:40</p> <p>7 on the board of directors? 11:21:43</p> <p>8 A. Two. 11:21:45</p> <p>9 Q. And do you occupy one of those 11:21:45</p> <p>10 seats? 11:21:50</p> <p>11 A. Yes, I do. 11:21:50</p> <p>12 Q. And who occupies the other seat? 11:21:51</p> <p>13 A. Rob Hogan. 11:21:53</p> <p>14 Q. And what types of decisions does 11:21:54</p> <p>15 the board make? 11:22:01</p> <p>16 A. The board approves an annual 11:22:10</p> <p>17 budget. The board approves acquisitions. 11:22:13</p> <p>18 The board approves other requests 11:22:16</p> <p>19 presented by the chief executive officer. 11:22:19</p> <p>20 Q. And what types of requests are 11:22:22</p> <p>21 those? 11:22:24</p> <p>22 A. Requests for capital spending, 11:22:24</p> <p>23 requests to entering into long-term 11:22:29</p> <p>24 contracts. 11:22:32</p> <p>25 Q. How about closing offices? 11:22:34</p>	<p style="text-align: right;">20</p> <p>1 SIMMONS</p> <p>2 you can answer. 11:23:31</p> <p>3 A. I believe all companies have 11:23:31</p> <p>4 EEOC policies. 11:23:33</p> <p>5 Q. Okay. Does the entity whose 11:23:34</p> <p>6 board you sit on have an 11:23:36</p> <p>7 anti-discrimination policy? 11:23:38</p> <p>8 A. I am sorry. Repeat the 11:23:39</p> <p>9 question, please. 11:23:44</p> <p>10 Q. Does the entity whose board you 11:23:44</p> <p>11 sit on have an anti-discrimination policy? 11:23:46</p> <p>12 A. Sure. Yes. 11:23:48</p> <p>13 Q. And does the entity whose board 11:23:50</p> <p>14 you sit on have an anti-retaliation 11:23:53</p> <p>15 policy? 11:23:56</p> <p>16 A. I don't know. 11:23:56</p> <p>17 Q. What is LVI Acquisition Corp.? 11:23:59</p> <p>18 A. I am not sure. 11:24:06</p> <p>19 Q. How many employees does LVI 11:24:17</p> <p>20 have? 11:24:21</p> <p>21 A. I don't know. 11:24:21</p> <p>22 Q. Does the entity of the board you 11:24:25</p> <p>23 sit on have any employees? 11:24:41</p> <p>24 A. I don't know. 11:24:43</p> <p>25 Q. Does the entity whose board you 11:24:46</p>
<p style="text-align: right;">19</p> <p>1 SIMMONS</p> <p>2 A. No. 11:22:36</p> <p>3 Q. And does the board make any 11:22:38</p> <p>4 personnel decisions? 11:22:41</p> <p>5 A. Other than hiring a chief 11:22:43</p> <p>6 executive officer, no. 11:22:47</p> <p>7 Q. Now, since you've been on the 11:22:48</p> <p>8 board, were you given any 11:22:55</p> <p>9 anti-discrimination training? 11:22:56</p> <p>10 A. No. 11:22:58</p> <p>11 MS. SELTZER: Objection. 11:23:00</p> <p>12 Through the board or through his -- 11:23:01</p> <p>13 MR. DATOO: Through the board. 11:23:03</p> <p>14 A. No. 11:23:05</p> <p>15 Q. Okay. Now, the entity whose 11:23:05</p> <p>16 board you sit on, the LVI entity whose 11:23:10</p> <p>17 board you sit on, does that entity have a 11:23:14</p> <p>18 handbook? 11:23:16</p> <p>19 A. I don't know. 11:23:16</p> <p>20 Q. Does that entity whose board you 11:23:17</p> <p>21 sit on have an equal employment 11:23:19</p> <p>22 opportunity policy? 11:23:22</p> <p>23 A. I imagine so. 11:23:23</p> <p>24 Q. Why? 11:23:29</p> <p>25 MS. SELTZER: Objection, but 11:23:30</p>	<p style="text-align: right;">21</p> <p>1 SIMMONS</p> <p>2 sit on have any officers? 11:24:50</p> <p>3 A. I am not -- I don't know. 11:24:51</p> <p>4 Q. Who is Jeffrey Smith? 11:25:01</p> <p>5 A. Jeffrey Smith is an attorney 11:25:02</p> <p>6 with Sidley Austin. 11:25:07</p> <p>7 Q. Does he serve on the board of 11:25:09</p> <p>8 directors for the entity whose board you 11:25:11</p> <p>9 sit on? 11:25:13</p> <p>10 A. No. 11:25:13</p> <p>11 Q. Does he -- is he a secretary to 11:25:14</p> <p>12 the board of directors for the entity you 11:25:16</p> <p>13 sit on? 11:25:18</p> <p>14 A. No. 11:25:19</p> <p>15 MS. SELTZER: If -- if I might 11:25:19</p> <p>16 make a suggestion, if you phrase your 11:25:32</p> <p>17 questions between LVI Services he might be 11:25:35</p> <p>18 able to give you better answers. 11:25:38</p> <p>19 A. I can't distinguish between the 11:25:39</p> <p>20 LVI entities. LVI to me is LVI. Period. 11:25:41</p> <p>21 MR. DATOO: Let's go off the 11:25:46</p> <p>22 record. 11:25:47</p> <p>23 THE VIDEOGRAPHER: Off the 11:25:50</p> <p>24 record. The time is 11:25 a.m. 11:25:51</p> <p>25 (Discussion held off the 11:26:37</p>

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<p style="text-align: right;">62</p> <p>1 SIMMONS</p> <p>2 A. Do I recall when? 12:08:12</p> <p>3 Q. When. 12:08:14</p> <p>4 A. No, I don't recall exactly when. 12:08:15</p> <p>5 Q. Do you know if it was in '06, 12:08:16</p> <p>6 '07, '08, '09, '10? 12:08:19</p> <p>7 A. I just don't remember. I am 12:08:22</p> <p>8 sorry. 12:08:24</p> <p>9 Q. Now, did Mr. State want to speak 12:08:24</p> <p>10 to Mr. Fried before accepting an offer 12:08:28</p> <p>11 from LVI? 12:08:30</p> <p>12 A. Yes. 12:08:32</p> <p>13 Q. Why? 12:08:32</p> <p>14 A. He was concerned about his 12:08:33</p> <p>15 ability to conduct the job of chief 12:08:34</p> <p>16 executive officer without interference 12:08:39</p> <p>17 with Mr. Fried. 12:08:41</p> <p>18 Q. Why would he be concerned? 12:08:42</p> <p>19 A. I don't know why. 12:08:44</p> <p>20 Q. And did Mr. Fried speak to Mr. 12:08:49</p> <p>21 State? 12:08:53</p> <p>22 A. Yes, I believe so. 12:08:53</p> <p>23 Q. And do you know what they 12:08:54</p> <p>24 discussed? 12:08:55</p> <p>25 A. I believe they discussed the 12:08:56</p>	<p style="text-align: right;">64</p> <p>1 SIMMONS</p> <p>2 duties were as chairman? 12:09:57</p> <p>3 MS. SELTZER: Just as a 12:09:59</p> <p>4 clarification, you're talking about his 12:10:00</p> <p>5 duties as chairman of the board of the 12:10:02</p> <p>6 directors? 12:10:06</p> <p>7 MR. DATOO: His duties as 12:10:07</p> <p>8 chairman. 12:10:08</p> <p>9 MS. SELTZER: Okay. 12:10:10</p> <p>10 A. Chairman of the board of 12:10:11</p> <p>11 directors. 12:10:12</p> <p>12 Q. As chairman, that is what I am 12:10:12</p> <p>13 asking. Do you know what his job duties 12:10:13</p> <p>14 were as chairman? 12:10:15</p> <p>15 A. Is there a distinction between 12:10:16</p> <p>16 chairman and chairman of the board of 12:10:19</p> <p>17 directors? 12:10:20</p> <p>18 Q. There is. 12:10:21</p> <p>19 A. Can you explain that to me, 12:10:21</p> <p>20 please? 12:10:23</p> <p>21 Q. Sure. Why don't we go off the 12:10:24</p> <p>22 record because this is not going to be a 12:10:26</p> <p>23 question answer, so -- 12:10:27</p> <p>24 THE VIDEOGRAPHER: Going off 12:10:29</p> <p>25 the record. 12:10 p.m. 12:10:29</p>
<p style="text-align: right;">63</p> <p>1 SIMMONS</p> <p>2 autonomy that Mr. State would have to 12:08:59</p> <p>3 organize the affairs of the company in the 12:09:02</p> <p>4 way in which he saw fit. 12:09:04</p> <p>5 Q. And do you know how that 12:09:09</p> <p>6 conversation went? 12:09:10</p> <p>7 A. I believe Mr. Fried assured Mr. 12:09:10</p> <p>8 State that he would have free rein to run 12:09:12</p> <p>9 the company any way he wanted, and that 12:09:15</p> <p>10 Mr. Fried would remain at the company only 12:09:17</p> <p>11 as long as Mr. State desired. 12:09:19</p> <p>12 Q. And how do you know that they 12:09:21</p> <p>13 had this discussion? 12:09:24</p> <p>14 A. Mr. Fried told me. 12:09:25</p> <p>15 Q. After Mr. State started working 12:09:29</p> <p>16 for LVI, did Mr. Fried's job title change? 12:09:36</p> <p>17 A. Yes. 12:09:40</p> <p>18 Q. To what? 12:09:41</p> <p>19 A. To -- back to chairman of the 12:09:43</p> <p>20 board. 12:09:46</p> <p>21 Q. And what were his job duties 12:09:46</p> <p>22 after his title changed? 12:09:50</p> <p>23 A. I don't know. 12:09:51</p> <p>24 Q. Do you know if they were any 12:09:52</p> <p>25 different from when -- from what his job 12:09:55</p>	<p style="text-align: right;">65</p> <p>1 SIMMONS</p> <p>2 (Discussion held off the 12:11:00</p> <p>3 record.) 12:11:00</p> <p>4 THE VIDEOGRAPHER: We are 12:11:01</p> <p>5 returning to the record. 12:11 p.m. 12:11:07</p> <p>6 Q. Was Mr. Fried an employee of 12:11:10</p> <p>7 LVI? 12:11:13</p> <p>8 A. At what time? 12:11:13</p> <p>9 Q. At any time. 12:11:22</p> <p>10 A. At any time. Yes, Mr. Fried was 12:11:23</p> <p>11 an employee of at least one LVI entity. 12:11:25</p> <p>12 Q. And of that LVI entity that he 12:11:28</p> <p>13 was an employee of, what was his job 12:11:30</p> <p>14 title? 12:11:32</p> <p>15 A. I don't know. 12:11:32</p> <p>16 Q. And was he also the chairman of 12:11:33</p> <p>17 the board of directors? 12:11:36</p> <p>18 A. I -- 12:11:37</p> <p>19 MS. SELTZER: I object to the 12:11:41</p> <p>20 form. 12:11:42</p> <p>21 A. At what point in time? 12:11:42</p> <p>22 Q. At any point in time. 12:11:44</p> <p>23 A. Yes, Mr. Fried served as 12:11:45</p> <p>24 chairman of the board of directors 12:11:47</p> <p>25 and -- and to my knowledge that was his 12:11:49</p>

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<p>1 SIMMONS</p> <p>2 performance at board meetings? 12:31:05</p> <p>3 A. I don't remember the exact 12:31:07</p> <p>4 number. I imagine I observed something 12:31:09</p> <p>5 negative at every board meeting. 12:31:11</p> <p>6 Q. And what was that? 12:31:13</p> <p>7 A. Mr. Fried can be a challenging 12:31:15</p> <p>8 individual to work with in situations 12:31:20</p> <p>9 where opinions counter to his are proposed 12:31:22</p> <p>10 and discussed and considered, and I 12:31:28</p> <p>11 observed that challenging behavior on 12:31:31</p> <p>12 numerous occasions. 12:31:33</p> <p>13 Q. And did you speak to Mr. Fried 12:31:35</p> <p>14 about that? 12:31:37</p> <p>15 A. I may have. I don't remember. 12:31:37</p> <p>16 Q. And did you put that in writing, 12:31:39</p> <p>17 your observations? 12:31:45</p> <p>18 A. I may have. I don't remember. 12:31:46</p> <p>19 Q. Did you ever put in writing your 12:31:48</p> <p>20 observations regarding Mr. Fried's work 12:31:50</p> <p>21 performance? 12:31:52</p> <p>22 MS. SELTZER: Objection. 12:31:53</p> <p>23 A. I may have. I don't remember. 12:31:54</p> <p>24 Q. And if you would have, would you 12:31:55</p> <p>25 have provided that -- those documents to 12:31:57</p>	<p>1 SIMMONS</p> <p>2 told the board in a -- in the middle of a 12:32:50</p> <p>3 long tirade regarding the injustices being 12:32:55</p> <p>4 done to him that he was well aware 12:32:59</p> <p>5 of -- of the legal ramifications of age 12:33:08</p> <p>6 discrimination, and he threatened Mr. 12:33:11</p> <p>7 State and the board with a proceeding 12:33:15</p> <p>8 regarding alleged age discrimination. 12:33:17</p> <p>9 Q. Did he tell you what comment 12:33:20</p> <p>10 Mr. State made to him about his age? 12:33:22</p> <p>11 A. I don't believe so. 12:33:27</p> <p>12 Q. Did he tell you about any 12:33:28</p> <p>13 comment Mr. State made to him about his 12:33:29</p> <p>14 age? 12:33:31</p> <p>15 A. I don't believe so. He simply 12:33:32</p> <p>16 stated that comments had been made. 12:33:36</p> <p>17 Q. But he didn't -- to your 12:33:37</p> <p>18 knowledge, he didn't tell you what comment 12:33:38</p> <p>19 was made? 12:33:40</p> <p>20 A. If he did, I don't remember. 12:33:40</p> <p>21 Q. Did you investigate Mr. Fried's 12:33:42</p> <p>22 allegations of age discrimination? 12:33:46</p> <p>23 A. What do you mean by 12:33:48</p> <p>24 "investigate"? 12:33:51</p> <p>25 Q. Did you look into his 12:33:51</p>
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<p>1 SIMMONS</p> <p>2 your counsel? 12:31:59</p> <p>3 A. No. Well, in connection with 12:31:59</p> <p>4 this lawsuit, sure. If I have them, they 12:32:03</p> <p>5 have them. 12:32:07</p> <p>6 Q. Okay. Did you attend a meeting 12:32:07</p> <p>7 on October 19, 2010 between Mr. State and 12:32:16</p> <p>8 Mr. Fried? 12:32:20</p> <p>9 A. I don't believe so. 12:32:21</p> <p>10 Q. Do you know if they met that 12:32:25</p> <p>11 day? 12:32:27</p> <p>12 A. I don't know. 12:32:27</p> <p>13 Q. Do you know if Mr. State made 12:32:28</p> <p>14 any comments regarding Mr. Fried's age? 12:32:29</p> <p>15 A. I have no idea. 12:32:32</p> <p>16 Q. Did Mr. Fried ever tell you that 12:32:34</p> <p>17 Mr. State made a comment about his age? 12:32:36</p> <p>18 A. Yes. 12:32:39</p> <p>19 Q. When? 12:32:39</p> <p>20 A. At the board meeting. 12:32:40</p> <p>21 Q. And -- 12:32:42</p> <p>22 A. The final board meeting at which 12:32:43</p> <p>23 Mr. Fried -- that Mr. Fried attended. 12:32:45</p> <p>24 Q. And what did Mr. Fried tell you? 12:32:47</p> <p>25 A. He didn't tell me anything. He 12:32:49</p>	<p>1 SIMMONS</p> <p>2 allegations of age discrimination? 12:33:52</p> <p>3 A. Other than the discussion -- I 12:33:54</p> <p>4 guess no is the answer. No. 12:34:03</p> <p>5 Q. Did the board? 12:34:06</p> <p>6 A. No. 12:34:07</p> <p>7 Q. Why not? 12:34:07</p> <p>8 A. We didn't deem them to have 12:34:08</p> <p>9 enough validity to investigate. 12:34:14</p> <p>10 Q. Okay. Now, did there come a 12:34:16</p> <p>11 time when Mr. Fried's job duties -- when 12:34:34</p> <p>12 Mr. State started transitioning Mr. 12:34:37</p> <p>13 Fried's job duties to other people? 12:34:40</p> <p>14 A. I'm not certain. 12:34:41</p> <p>15 Q. Did there come a time when Mr. 12:34:42</p> <p>16 Fried e-mailed you a list of his job 12:34:44</p> <p>17 duties? 12:34:46</p> <p>18 A. Whose job duties? 12:34:47</p> <p>19 Q. His job duties? 12:34:48</p> <p>20 A. No. 12:34:50</p> <p>21 Q. Did there come a time when Mr. 12:34:51</p> <p>22 Fried e-mailed you a list of his job 12:34:53</p> <p>23 duties? 12:34:56</p> <p>24 MS. SELTZER: Mr. Fried's job 12:34:57</p> <p>25 duties? 12:34:59</p>

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<p style="text-align: right;">130</p> <p>1 SIMMONS</p> <p>2 Q. -- did you send another letter 02:29:43</p> <p>3 to Burt? 02:29:44</p> <p>4 A. I don't remember. 02:29:45</p> <p>5 Q. Okay. 02:29:47</p> <p>6 A. At this point it became pretty 02:29:51</p> <p>7 clear that Burt had chartered a course 02:29:54</p> <p>8 that was highly unlikely to result in an 02:29:56</p> <p>9 acceptable resolution of this dispute, 02:29:58</p> <p>10 management dispute between himself and Mr. 02:30:02</p> <p>11 State. 02:30:04</p> <p>12 Q. Now, did there come a time when 02:30:04</p> <p>13 Mr. Fried was fired? 02:30:06</p> <p>14 A. Well, Mr. Fried was asked to 02:30:07</p> <p>15 assume the position of chairman of the 02:30:11</p> <p>16 board with a defined list of 02:30:15</p> <p>17 responsibilities and a compensation 02:30:18</p> <p>18 arrangement that would have enabled him to 02:30:21</p> <p>19 earn the same level of compensation he had 02:30:24</p> <p>20 previously been paid assuming he worked 02:30:28</p> <p>21 the same number of hours, and he was told 02:30:30</p> <p>22 that if he did not accept that position 02:30:33</p> <p>23 then he would be terminated. 02:30:36</p> <p>24 Q. So did there come a time when he 02:30:38</p> <p>25 was fired? 02:30:40</p>	<p style="text-align: right;">132</p> <p>1 SIMMONS</p> <p>2 Do you see that? 02:31:43</p> <p>3 A. I do. 02:31:44</p> <p>4 Q. Does that refresh your 02:31:45</p> <p>5 recollection as to whether Mr. Fried 02:31:45</p> <p>6 was -- on when Mr. Fried was terminated? 02:31:48</p> <p>7 A. It appears he was terminated 02:31:50</p> <p>8 effective 11/30. 02:31:52</p> <p>9 Q. Okay. And was that termination 02:31:54</p> <p>10 contingent upon him accepting any sort of 02:31:56</p> <p>11 arrangement, alternative working 02:31:59</p> <p>12 arrangement? 02:32:01</p> <p>13 MS. SELTZER: Objection to the 02:32:02</p> <p>14 form. 02:32:03</p> <p>15 A. I'm not sure I understand the 02:32:04</p> <p>16 question. 02:32:05</p> <p>17 Q. You testified earlier that if 02:32:05</p> <p>18 Mr. Fried did not accept a consulting 02:32:07</p> <p>19 arrangement, he would be terminated; is 02:32:09</p> <p>20 that correct? 02:32:11</p> <p>21 MS. SELTZER: He did not say 02:32:12</p> <p>22 that. 02:32:13</p> <p>23 THE WITNESS: Could you read 02:32:13</p> <p>24 that back to me, please. 02:32:14</p> <p>25 (Record read.) 02:34:10</p>
<p style="text-align: right;">131</p> <p>1 SIMMONS</p> <p>2 A. Burt did not accept the position 02:30:40</p> <p>3 as chairman of the board, and ultimately 02:30:42</p> <p>4 he was terminated. 02:30:45</p> <p>5 Q. Do you know when he was fired? 02:30:46</p> <p>6 A. I don't know the exact date. 02:30:47</p> <p>7 (Document handed to witness.) 02:31:05</p> <p>8 Q. Handing you a document that has 02:31:05</p> <p>9 been previously marked as Plaintiff's 11. 02:31:07</p> <p>10 A. Right. 02:31:09</p> <p>11 Q. Take a look at that document and 02:31:09</p> <p>12 let me know if you have seen it before. 02:31:11</p> <p>13 A. I have seen it before. 02:31:12</p> <p>14 Q. Did you author this document? 02:31:14</p> <p>15 MS. SELTZER: Objection. 02:31:16</p> <p>16 Q. Did you draft this document? 02:31:18</p> <p>17 MS. SELTZER: Author? 02:31:20</p> <p>18 MR. DATOO: Yes. 02:31:20</p> <p>19 MS. SELTZER: Sorry. 02:31:21</p> <p>20 A. Yes. 02:31:24</p> <p>21 Q. Okay. Can I direct your 02:31:25</p> <p>22 attention to the second full paragraph in 02:31:28</p> <p>23 this letter? It says, "Effective 02:31:30</p> <p>24 11/30/10, your employment with LVI 02:31:36</p> <p>25 Services, Inc. will terminate." 02:31:39</p>	<p style="text-align: right;">133</p> <p>1 SIMMONS</p> <p>2 Q. Okay. So if Mr. Fried -- was 02:34:10</p> <p>3 Mr. Fried terminated regardless of whether 02:34:20</p> <p>4 he accepted or didn't accept a position? 02:34:23</p> <p>5 MS. SELTZER: Objection to the 02:34:27</p> <p>6 form, but you can answer. 02:34:28</p> <p>7 A. Yes. So I think we need to 02:34:29</p> <p>8 expand a little on my earlier answer. 02:34:32</p> <p>9 What this letter does is what we intended 02:34:35</p> <p>10 it to do, which is to make Mr. Fried the 02:34:37</p> <p>11 non-executive chairman of LVI with 02:34:40</p> <p>12 prescribed responsibilities and a mutually 02:34:43</p> <p>13 agreed upon compensation arrangement. In 02:34:46</p> <p>14 order to make Mr. Fried a non-executive 02:34:49</p> <p>15 chairman, his employment by definition had 02:34:53</p> <p>16 to be terminated. By definition a 02:34:55</p> <p>17 non-executive chairman is not an employee, 02:34:57</p> <p>18 and we addressed the compensation and 02:35:00</p> <p>19 other benefit aspects of his relationship 02:35:03</p> <p>20 with LVI outside of a relationship with 02:35:07</p> <p>21 the company as an employee. So that was 02:35:10</p> <p>22 the purpose of this letter. 02:35:12</p> <p>23 Q. So his status as an employee of 02:35:14</p> <p>24 LVI was terminated? 02:35:19</p> <p>25 A. That is correct. 02:35:22</p>

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<p>1 SIMMONS</p> <p>2 A. No. 02:58:15</p> <p>3 Q. Do you know which office she 02:58:15</p> <p>4 worked out of? 02:58:17</p> <p>5 A. I have been told she worked in 02:58:17</p> <p>6 the company's Westport office. 02:58:19</p> <p>7 Q. Do you have any personal 02:58:21</p> <p>8 knowledge about the quality of her work? 02:58:25</p> <p>9 A. None whatsoever. 02:58:27</p> <p>10 Q. Do you have any knowledge about 02:58:28</p> <p>11 the quality of her work? 02:58:29</p> <p>12 A. None whatsoever. 02:58:30</p> <p>13 Q. Now, did there come a time when 02:58:31</p> <p>14 Ms. Dembin was terminated? 02:58:34</p> <p>15 A. I believe so. 02:58:37</p> <p>16 Q. Do you know when that was? 02:58:38</p> <p>17 A. I don't know. 02:58:40</p> <p>18 Q. Do you know why she was 02:58:41</p> <p>19 terminated? 02:58:42</p> <p>20 A. I believe she was terminated as 02:58:43</p> <p>21 part of a general reduction in force that 02:58:45</p> <p>22 affected a range of employees. 02:58:47</p> <p>23 Q. Sorry. What was the last part? 02:58:49</p> <p>24 A. A general reduction in force 02:58:52</p> <p>25 that affected a group of employees. 02:58:54</p>	<p>1 SIMMONS</p> <p>2 and fire? 02:59:35</p> <p>3 A. Absolutely. 02:59:36</p> <p>4 Q. Why did the board -- why was the 02:59:37</p> <p>5 board involved in the decision to 02:59:40</p> <p>6 terminate Mr. Fried? 02:59:41</p> <p>7 A. Because Mr. Fried works for the 02:59:42</p> <p>8 board. 02:59:44</p> <p>9 Q. Wasn't he also an employee at 02:59:45</p> <p>10 LVI? 02:59:46</p> <p>11 A. Mr. Fried reported to the board 02:59:47</p> <p>12 of directors, so it is exactly that group 02:59:53</p> <p>13 of people that were responsible for the 02:59:58</p> <p>14 terms of his employees, and it was that 02:59:59</p> <p>15 group of people that were able to make a 03:00:01</p> <p>16 decision as to his ongoing role at the 03:00:02</p> <p>17 company. 03:00:05</p> <p>18 Q. He didn't report to Scott State? 03:00:05</p> <p>19 A. No. He certainly didn't think 03:00:07</p> <p>20 he reported to Scott State. Scott State 03:00:08</p> <p>21 certainly didn't think he reported to 03:00:10</p> <p>22 Scott State. 03:00:12</p> <p>23 Q. Who made the decision to close 03:00:12</p> <p>24 the Westport office? 03:00:18</p> <p>25 A. I believe Scott -- Scott State. 03:00:19</p>
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<p>1 SIMMONS</p> <p>2 Q. And was that group of employees 02:58:56</p> <p>3 limited only to the Westport office? 02:58:57</p> <p>4 A. I don't believe so. 02:58:59</p> <p>5 Q. Was it a company-wide reduction 02:59:02</p> <p>6 in force? 02:59:04</p> <p>7 A. It -- I believe it affected 02:59:04</p> <p>8 multiple offices of the company and -- 02:59:06</p> <p>9 Q. Do you know which office? 02:59:09</p> <p>10 A. I don't know which offices. 02:59:10</p> <p>11 Q. Do you know what people? 02:59:11</p> <p>12 A. I don't know. 02:59:12</p> <p>13 Q. Do you know how many people? 02:59:13</p> <p>14 A. No, I know -- I don't know. 02:59:14</p> <p>15 Q. Were you involved in the 02:59:17</p> <p>16 decision -- in the reduction in force 02:59:18</p> <p>17 decision? 02:59:22</p> <p>18 A. No, I was not. 02:59:23</p> <p>19 Q. Was the board consulted on 02:59:24</p> <p>20 the -- in the decision? 02:59:26</p> <p>21 A. No. 02:59:28</p> <p>22 Q. Does Mr. State have discretion 02:59:28</p> <p>23 to open and close offices? 02:59:30</p> <p>24 A. Absolutely. 02:59:32</p> <p>25 Q. Does he have discretion to hire 02:59:33</p>	<p>1 SIMMONS</p> <p>2 Q. Who made the decision to select 03:00:21</p> <p>3 which employees to be laid off? 03:00:24</p> <p>4 A. With respect to the Westport 03:00:26</p> <p>5 office? 03:00:30</p> <p>6 Q. In connection with this general 03:00:31</p> <p>7 reduction in force that affected -- 03:00:32</p> <p>8 A. Mr. State. And he may have 03:00:35</p> <p>9 received input from other managers at the 03:00:37</p> <p>10 company. I'm not certain. 03:00:38</p> <p>11 Q. But the board had nothing to do 03:00:40</p> <p>12 with this? 03:00:41</p> <p>13 A. The board had nothing to do with 03:00:41</p> <p>14 it. 03:00:43</p> <p>15 Q. Okay. Were you involved in any 03:00:43</p> <p>16 communications whether it be verbal or 03:00:49</p> <p>17 written regarding a reduction in force? 03:00:53</p> <p>18 A. I believe there were some 03:00:55</p> <p>19 e-mails that outlined the potential 03:00:57</p> <p>20 expense savings associated with a variety 03:01:00</p> <p>21 of actions, and I believe I have seen some 03:01:03</p> <p>22 of those e-mails. 03:01:04</p> <p>23 Q. Do you know when the decision 03:01:05</p> <p>24 was made to reduce the force? 03:01:07</p> <p>25 A. I don't know. 03:01:08</p>

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<p style="text-align: right;">179</p> <p>1 SIMMONS</p> <p>2 various members of his executive 03:27:52</p> <p>3 management team. 03:27:54</p> <p>4 Q. So if these responsibilities 03:27:55</p> <p>5 were delegated to Mr. Fried by the CEO, 03:27:56</p> <p>6 would that be acceptable? 03:27:59</p> <p>7 A. Yes, that would be acceptable to 03:28:00</p> <p>8 me. 03:28:02</p> <p>9 Q. Okay. And do you know if these 03:28:03</p> <p>10 were the duties that were delegated Mr. 03:28:08</p> <p>11 Fried while he was -- while Mr. McNamara 03:28:10</p> <p>12 was CEO? 03:28:14</p> <p>13 A. I don't -- 03:28:15</p> <p>14 MS. SELTZER: I object. Asked 03:28:17</p> <p>15 and answered about 1200 times. 03:28:18</p> <p>16 MR. DATOO: Let's go for 1201 03:28:20</p> <p>17 then. 03:28:21</p> <p>18 MS. SELTZER: Let's go for 03:28:22</p> <p>19 1201. 03:28:24</p> <p>20 A. I don't know. 03:28:24</p> <p>21 Q. Can I direct your attention to 03:28:31</p> <p>22 the stack of exhibits in front of you that 03:28:32</p> <p>23 is marked as Plaintiff's Exhibit 16. I 03:28:35</p> <p>24 you just want to draw your attention to 03:28:44</p> <p>25 the e-mail you sent to Mr. Fried where you 03:28:46</p>	<p style="text-align: right;">181</p> <p>1 SIMMONS</p> <p>2 THE VIDEOGRAPHER: We're going 03:29:16</p> <p>3 off the record. 3:29 p.m. End of today's 03:29:16</p> <p>4 questioning. 03:29:20</p> <p>5 (Time noted: 3:29 p.m.) 03:29:22</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12 BRIAN SIMMONS</p> <p>13</p> <p>14 Subscribed and sworn to before me</p> <p>15 this day of , 2011</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p style="text-align: right;">180</p> <p>1 SIMMONS</p> <p>2 wrote: "You were earning every penny of 03:28:49</p> <p>3 it." 03:28:55</p> <p>4 Do you see that? 03:28:56</p> <p>5 A. Yes. 03:28:57</p> <p>6 Q. Is that a true statement? 03:28:58</p> <p>7 MS. SELTZER: Objection. Asked 03:29:02</p> <p>8 and answered. 03:29:03</p> <p>9 A. Yes. 03:29:03</p> <p>10 Q. Okay. 03:29:04</p> <p>11 MR. DATOO: Okay. Thank you 03:29:08</p> <p>12 very much. 03:29:12</p> <p>13 THE WITNESS: Thank you. 03:29:14</p> <p>14 MR. DATOO: No further 03:29:15</p> <p>15 questions. 03:29:15</p> <p>16 (Continued on next page.) 03:29:15</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">182</p> <p>1</p> <p>2 CERTIFICATION</p> <p>3</p> <p>4</p> <p>5</p> <p>6 I, DEBBIE ZAROMATIDIS, a Shorthand</p> <p>7 Reporter and a Notary Public, do hereby</p> <p>8 certify that the foregoing witness, BRIAN</p> <p>9 SIMMONS, was duly sworn on the date</p> <p>10 indicated, and that the foregoing is a</p> <p>11 true and accurate transcription of my</p> <p>12 stenographic notes.</p> <p>13 I further certify that I am not</p> <p>14 employed by nor related to any party to</p> <p>15 this action.</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23 DEBBIE ZAROMATIDIS</p> <p>24</p> <p>25</p>

45 (Pages 179 to 182)

VERITEXT REPORTING COMPANY

212-267-6868

516-608-2400

Exhibit 34

From: Scott State <scott.state@gmail.com>
Sent: Thursday, October 14, 2010 3:36 PM
To: Simmons, Brian P. <bsimmons@chsonline.com>; Hogan, Robert <rhogan@chsonline.com>
Subject: Chairman Duties
Attach: CHAIRMAN.doc

Gentlemen

□

I have been going back and forth with Burt on who does what at LVI. □ He has been pretty unhappy that I do not seek his counsel on almost everything and has expressed that view to me and a number of other members of senior management, all whom seem to be looking for new leadership and a new direction. □ This morning I initiated a phone call to Burt to start a process that completely defines his future role with LVI. □ My position was very clear that I would like his support in dealing with legacy issues such as litigation and claims and that other support would be as needed and requested by me. □ I was clear to indicate that I expected no direct involvement in the day to day activities of LVI or business on a go forward basis. □ Like most of my discussions with Burt on his continuing role he agreed. □ We then slated a meeting to discuss this again next week in person while I am in NYC. □ Burt said he had a list of what he believed his ongoing duties were already prepared and would send it to me. □ Attached is that list.

□

Here is my dilemma, after review of this list there is really only one bullet that pertains to the discussion I had with him 10 minutes earlier yet he somehow believes his view of his duties is consistent with my view. □ I can't be more clear than I have been and I don't see spending \$1MM / yr to have Burt reviewing air travel and BS administrative items. □ My inclination is to go through this list with him and tell him that there is no reason that the Chairman of a Company would do any of these things. □ That discussion will not go well. □ It seems that Burt has a goal to remain active forever and these tasks he has latched on to were apparently supported by McNamera. □

□

I am OK making moves on a number of senior people that don't pull their weight and not looking to involve the investors in those decisions or actions. □ With Burt I feel I must be more careful and seek your thoughts and counsel.

□

Scott

Exhibit 35

From: Cutrone, Paul <pcutrone@lvi.com>
Sent: Thursday, October 21, 2010 4:50 PM
To: Cattan, Paul <PCattan@lviservices.com>; Pressa, Leonard <LPressa@Notes.lvi.com>;
Rapuzzi, Frank <FrankRapuzzi@lviservices.com>; Balanag, Mark
<MBalanag@Notes.lvi.com>; Maldonado, Natalie <NMaldonado@lviservices.com>;
Silver, Greg <GSilver@lviservices.com>
Subject: Fw: 2011 Planning Meeting

FYI - let's review plans to get budget files ready and out by next Friday. Ideally, we get them out mid week but Friday is a must. Gives the BM's a week to produce and you and the RM's a week to review/roll up before the meeting. I'll set a call in the am.

From: JohnLeonard@lviservices.com [mailto:JohnLeonard@lviservices.com]
Sent: Thursday, October 21, 2010 10:51 AM
To: All Regional Managers-COO-CFO
Cc: State, Scott
Subject: 2011 Planning Meeting

Gents,

We will be having a planning meeting in Denver on November 13, 2011 at the Denver Office. Please make airline arrangements to get into Denver Friday evening and depart Saturday Evening or Sunday Morning. I will get Hotel Rooms downtown.

Note on the budget. Each Branch will need to include ER above there base budget. NorthStar will exceed 30 million worth of revenue this year that has run primarily through the branch office and we expect 50% growth next year, so we need to make sure the branch managers push there revenue to include this added sales growth. Paul will be sending out the budgets tot he branch offices next week.

John M. Leonard
Chief Operating Officer
LVI Services Inc. & NorthStar Recovery Services
80 Broad Street
Third Floor
New York, NY 10004

Cell #: (201) 370-2113
Phone # (303) 727-9205
Fax #: (212) 951-8930
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Asbestos Abatement \ Demolition \ Mold Remediation
Emergency Response - Fire \ Water Restoration
Decommissioning \ Decontamination
Fiber \ Cementitious \ Intumescent Fireproofing

Exhibit 36

From: Leonard, John <jleonard@lvi.com>
Sent: Thursday, October 14, 2010 6:37 PM
To: State, Scott <SState@lviservices.com>
Subject: Re: FW: Chairman - Areas of Responsibility
Attach: CHAIRMAN.doc; CHAIRMANanswers.doc

For discussion. I will give you me thoughts.

<<...>>

John M. Leonard

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Emergency Response - Fire \ Water Restoration
Decommissioning \ Decontamination
Fiber \ Cementitious \ Intumescent Fireproofing

From: "State, Scott" <SState@lviservices.com>

To: "Leonard, John" <JohnLeonard@lviservices.com>

Date: 10/14/2010 03:33 PM

Subject: FW: Chairman - Areas of Responsibility

I spoke at length with Burt about his future role. I will meet with him on the same topic next week while in NY. He sent the attached list of his duties as he sees them. Can you go through the list and ID who we could transition these to? The 7th bullet regarding historical business is the only area I had told him we wanted his active support. I want to have a transition plan that gets us to where we need to be by the end of this year.

From: BFried@lviservices.com [BFried@lviservices.com]
Sent: Thursday, October 14, 2010 11:55 AM

To: State, Scott
Subject: Chairman - Areas of Responsibility

Attached for your review and discussion on Tues 10/19.

(See attached file: CHAIRMAN.doc)

Burton T. Fried
Chairman
LVI Services Inc.
877 Post Road East
Suite # 4
Westport, CT 06880
Phone: (203) 222-0584
Fax: (203) 222-2227
bfried@lvisservices.com <<...>>

CHAIRMAN - AREAS OF RESPONSIBILITY

- Development and implementation of new business initiatives – Domestic and International – UK, Middle East, U.S., Latin America.....Squibb, Emcor Middle East, Harsco, LendLease
- Major Client /Major Project/Competitor Relationships – Turner, Tishman Construction, Yale, dual relationships with other LVI managers etc.
- LVI relationship manager with Surety (Arch) and Surety Agent (Ferrucci)
- Review all Requests for Bid Bond/Payment and Performance Bond Requests; Bonded Contracts and large Unbonded Contracts – Risk Assessment of scope, schedule, and difficulty.
- Select all outside counsel to represent LVI on legal matters.
- Manage at a senior level all LVI litigation and legal matters.....contracts, corporate compliance ie: minutes, qualification to do business, corporate name changes, construction claims, collection matters, employment related claims and litigation, employment terminations, internal corporate investigations of violations of Business Code and Theft, regulatory compliance/environmental violation support, etc., supervise public agency/quasi-public agency review during prequalification process ie: NYS SCA, NYC Vendex Listings, Debarment etc.
- Resource for all historical LVI business, employee and legal matters.
- Review and approve of all LVI Offers of Employment.
- Negotiate all company acquisitions....both conventional and unconventional ie: Hudak.
- Monitor all employee air travel.
- Secure approvals from Surety of Bonding for Mentor/Protégé and Teaming Surety Bond Requirements.
- Review and approve all planned submissions of Prequalification submissions nationwide prepared at Westport office.
- Prepare, review and/or approve all LVI contracts and/or terms of agreements not in the ordinary course of business ie: non disclosure agreements, office/warehouse leases, mentor/protégé, teaming, alliance agreements, master service agreements.
- Prepare all LVI consulting agreements ie: sales, services etc.
- Coordinate all corporate public relations communications and website updates with LVI public relations firm.

10/14/10

CHAIRMAN - AREAS OF RESPONSIBILITY

- Development and implementation of new business initiatives – Domestic and International – UK, Middle East, U.S., Latin America.....Squibb, Emcor Middle East, Harsco, Lend Lease

Mark Canessa for Squibb, Harsco. He has the relationship with Emcor Middle East and Lendlease (Bob). I would give Lendlease to David Pearson and think you need to take Emcor.

- Major Client /Major Project/Competitor Relationships – Turner, Tishman Construction, Yale, dual relationships with other LVI managers etc.

Jim Mooney and Frank Aiello with the local BD's.

- LVI relationship manager with Surety (Arch) and Surety Agent (Ferrucci).

Yourself and Joe Annarumma. Greg Dicarlo from a bond request submission.

- Review all Requests for Bid Bond/Payment and Performance Bond Requests; Bonded Contracts and large Unbonded Contracts – Risk Assessment of scope, schedule, and difficulty.

Greg Dicarlo and Tom Cullen working with me.

- Select all outside counsel to represent LVI on legal matters.

Greg Dicarlo.

- Manage at a senior level all LVI litigation and legal matters.....contracts, corporate compliance ie: minutes, qualification to do business, corporate name changes, construction claims, collection matters, employment related claims and litigation, employment terminations, internal corporate investigations of violations of Business Code and Theft, regulatory compliance/environmental violation support, etc., supervise public agency/quasi-public agency review during prequalification process ie: NYS SCA, NYC Vendex Listings, Debarment etc.

Greg Dicarlo.

- Resource for all historical LVI business, employee and legal matters.

Greg Dicarlo and myself.

- Review and approve of all LVI Offers of Employment.

Kamal Sookram.

- Negotiate all company acquisitions....both conventional and unconventional ie: Hudak.

Greg Dicarlo, you and myself.

- Monitor all employee air travel.

Myself with administrative assistant.

- Secure approvals from Surety of Bonding for Mentor/Protégé and Teaming Surety Bond Requirements.

Yourself.

- Review and approve all planned submissions of Prequalification submissions nationwide prepared at Westport office.

Mark Canessa.

- Prepare, review and/or approve all LVI contracts and/or terms of agreements not in the ordinary course of business ie: non disclosure agreements, office/warehouse leases, mentor/protégé, teaming, alliance agreements, master service agreements.

Greg Dicarlo.

- Prepare all LVI consulting agreements ie: sales, services etc.

Greg Dicarlo.

- Coordinate all corporate public relations communications and website updates with LVI public relations firm.

Mark Canessa.

10/14/10

Exhibit 37

From: BFried@lviservices.com
Sent: Wednesday, September 22, 2010 4:00 PM
To: Simmons, Brian P. <BSimmons@chsonline.com>
Cc: Hogan, Robert <RHogan@chsonline.com>
Subject: Scott State

Brian: Spoke with Scott. He now has no concern about my support in his role as CEO. He does have a few remaining issues relating to the EBITDA language ("as adjusted") and other items which are not major. Recommend that you be personally on the call with Rob when he calls Scott this afternoon. Otherwise, at best discussions will be protracted without resolution with Scott or at worst he may end up totally frustrated and withdraw himself from further consideration.....Burt

Burton T. Fried
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Exhibit 38

From: Fried, Burton <bfried@lvi.com>
Sent: Thursday, September 23, 2010 10:39 AM
To: Leonard, John <JohnLeonard@lviservices.com>; Cutrone, Paul
<PCutrone@Notes.lvi.com>
Subject: Scott State

Spoke to Scott yesterday and ended with him being very comfortable about how we would work together. He had one issue to resolve with CHS concerning basis for extra stock option to be vested. Today received an e-mail in which he withdrew his name from consideration. He said he is totally frustrated with the negotiating position taken by CHS. Told Brian this was going to happen and to handle himself personally yesterday but he left it to Rob.

Brian is now trying to resolve by agreeing to the last issue raised by Scott but Scott is not answering his call and is not answering my call. Ask John "not" to reach out to Scott. Let the dust settle and see if Scott reconsiders. Sent him an e-mail and hope that will change his mind.

CHS does it again.

Burt

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